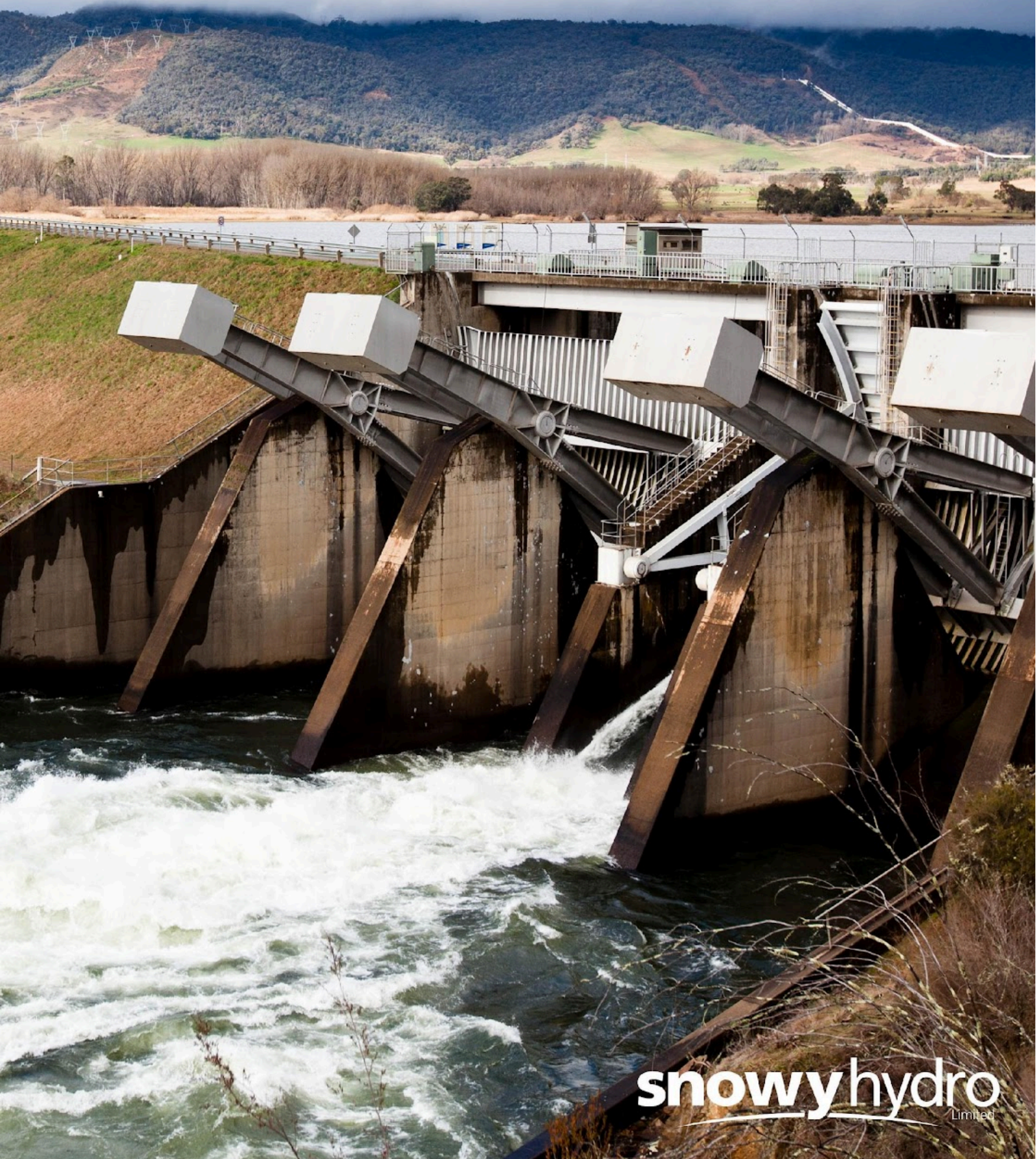


Board Safety, Operations and Environment Risk Committee Charter



snowyhydro
Limited

Board Safety, Operations and Environment Risk Committee Charter

1. Introduction

This Charter sets out the role, responsibilities and composition of the Board Safety, Operations and Environment Risk Committee (**Committee**) to assist the Board of Snowy Hydro Limited (ACN 090 574 431) (**Company**) (**Board**) to fulfil its responsibilities for the Company and its controlled entities (**Snowy Hydro**).

2. Role

The Committee's role is to assist the Board in the effective discharge of its responsibilities in relation to managing safety, operations and environment risks pertaining to:

- (a) workplace health and safety;
- (b) environmental management and sustainability, including climate-related risks and opportunities;
- (c) production capability and delivery, including asset integrity;
- (d) water operations;
- (e) business continuity and emergency management;
- (f) information and physical security management;
- (g) governance and post-implementation reviews of major projects (other than those overseen by the Board or a dedicated Board Committee; and
- (h) information technology systems, including cyber, data and information security.

In particular, the Committee will supervise or review and make necessary recommendations to the Board in relation to safety, operations and environment risks in relation to the following matters:

- (a) the delivery and effective implementation of Snowy Hydro's risk management approach for safety, operations and environment risks; and
- (b) the determination of whether a sound and effective approach has been followed in establishing Snowy Hydro's resilience arrangements.

The Board has delegated authority to the Committee to fulfil the responsibilities set out in the responsibilities section below. The Board may delegate authority to the Committee to fulfil additional responsibilities from time to time.

This Charter should be read in conjunction with Snowy Hydro's Board Charter.

3. Responsibilities

The Committee has the following responsibilities:

- (a) report to the Board on any issues relating to safety, operations and environment limits which act to constrain the operations of Snowy Hydro and any statutory and legal obligations that impact its day to day activities;
- (b) review the risk management systems associated with the focus areas detailed in clause 1(a) to (h);
- (c) review and bring to the attention of the Board any material new and significant risks;
- (d) annually review physical and transition climate-related risks and opportunities and have oversight of planned responses to manage risks and respond to opportunities;
- (e) investigate and report to the Board on any matter specifically referred to the Committee by the Board. Where appropriate, refer matters to the Management Safety Operations and Environment Committee for investigation. Follow up on any recommendations or improvement strategies;
- (f) review the Sustainability Report including recommending to the Board sustainability objectives, metrics, targets and sustainability-related disclosures;
- (g) for areas within the scope of this Charter:
 - (i) review and recommend the approval of relevant elements of each annual internal audit plan to the Audit and Compliance Committee of the Board;
 - (ii) review recommendations from the internal auditors and monitor the implementation of recommendations;
- (h) for risks within the scope of this Charter:
 - (i) review management's risk management culture;
 - (ii) review the appropriateness of systems and processes developed by management to identify, assess and respond to risks;
 - (iii) review the effectiveness of internal control frameworks; and
 - (iv) follow up on any recommendations or improvement strategies.
- (i) for areas within the scope of this Charter, bring to the attention of the Board any actual or potential material breaches of regulatory compliance obligations.

4. Conflicts of Interest

The Conflicts of Interest subsection of the Board Charter applies to the Committee Members and proceedings of the Committee.

5. Membership

Members and Chair of the Committee will be appointed by the Board and shall consist of:

- (a) at least three Non-Executive Directors, a majority of whom must be Independent Directors (as defined in the Board Charter); and
- (b) an independent, Non-Executive Director as Chair of the Committee.

In the absence of the Committee Chair, Committee members will elect an Independent Director to act as Chair for that meeting.

A quorum will comprise two members of the Committee.

Each member of the Committee will have one vote and questions will be decided by a majority of votes. In the case of an equality of votes, the Committee Chair will have a casting vote, provided more than two of the members present are entitled to vote.

The Company Secretary or their nominee will act as the Secretary to the Committee. The Secretary will keep minutes of proceedings and resolutions of the Committee together with copies of supporting papers. These records will be available to any Board member upon request.

6. Meetings and resources

The Committee Chair will convene meetings as necessary but not less than four times each year.

In the absence of the Committee Chair, Committee members will elect an Independent Director to act as Chair for that meeting.

Members of the Board may attend meetings of the Committee. Other persons may attend Committee meetings at the discretion of the Committee Chair.

The Committee may meet without ex officio members, management or other persons present if the Committee Chair or the Committee considers it appropriate.

Unless otherwise agreed by all Committee members, notice of each meeting and circulation of supporting papers must be forwarded to each member of the Committee not less than four business days prior to the date of the meeting.

The Committee Chair, or their nominee, will report to the Board after each meeting of the Committee.

The minutes of each Meeting once approved by the Committee must be included in the papers for the next scheduled Board meeting.

Each member of the Committee will have one vote and questions will be decided by a majority of votes.

The Committee may seek any information reasonably necessary to discharge its responsibilities from any officer or employee of Snowy Hydro.

The Committee may take advice from external parties at Snowy Hydro's expense as reasonably appropriate to discharge its responsibilities.

The Committee may initiate, after consultation with the Chair and the Board, any investigation that is reasonably necessary to discharge its responsibilities. The costs of any such investigation will be borne by Snowy Hydro.

The Committee may refer any matter to another Committee where relevant to the discharge of their responsibilities.

7. Performance and assessment

At least once each year the Committee must report on, and the Board will review, the performance of the Committee. This review will incorporate the views of relevant stakeholders.

The Committee must review this Charter annually (by 1 December) to ensure its relevance and effectiveness and make recommendations to the Board in relation to any proposed changes.